



Surface Transportation Board
Washington, D.C. 20423-0001

COPY

October 3, 2002

Office of Compliance and Enforcement

*1925 K Street, N.W., Suite 780
Washington, DC 20423-0001*

*202-565-1573
FAX 202-565-9011*

Sean Finn, Senior Vice President
Chief Legal Officer and Corporate Secretary
Canadian National/Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5317

Re: Termination of Reporting Requirement

Dear Mr. Finn:

This letter will confirm receipt of your letter of September 30th, proposing termination of the Board's one-year operational monitoring reporting requirement under Finance Docket No. 34000, involving the Canadian National Railway Company's (CN) acquisition of Wisconsin Central Transportation Corporation (WC), which began with the implementation of the transaction on October 9, 2001. Specifically, you have indicated that you are pleased with the performance of WC as it has been integrated into CN, and that a reduced reporting regimen should be sufficient for Board and public purposes. In that regard, you propose to do the following in terms of continued reporting:

1. File periodic updates (no more than monthly) on information technology (IT) and customer service events until the integration process has been completed.
2. Continue weekly reporting of dwell times at key WC yards through November 3, 2002.
3. File the final monitoring report, covering the month of October 2002, on November 13, 2002.
4. Continue to advise the Board if any changes occur with respect to operations or other matters that could affect service to shippers.
5. Continue to make operational data on WC as well as CN's other U.S. operations available through the Association of American Railroads web site.

As you know, under the Board's decision approving the acquisition by CN of WC, my responsibilities to oversee operational monitoring require me to assess the operating conditions and the current level of reporting, and to increase or reduce reporting requirements to the degree that I believe is appropriate. After reviewing your proposal to reduce the reporting, it is my conclusion that the reporting can be reduced as described above. However, one area of interest to the Board that you did not discuss in your letter is CN/WC's continued activity with respect to the Chicago Planning Group and the Chicago Transportation Coordination Office (CTCO). I believe that we would benefit from knowing of your continued involvement in those efforts, and suggest that updates could be included with the periodic filings on IT and customer service.

Letter to Sean Finn, Page 2.

I will place your letter and my response in the official docket. Please contact me immediately if there are any questions related to this action.

Sincerely,

A handwritten signature in black ink, appearing to read "Melvin F. Clemens, Jr.", written in a cursive style.

Melvin F. Clemens, Jr.

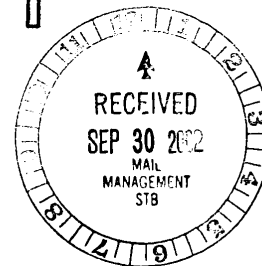
Director

cc: Chairman Morgan
Vice Chairman Burkes



Canadian National/Illinois Central Railroad
455 N. Cityfront Plaza Drive
Chicago, Illinois 60611-5317
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September 30, 2002

Via Hand Delivery

Mr. Melvin F. Clemens, Jr.
Director, Office of Compliance and Enforcement
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 34000; Canadian National Railway Company, Grand Trunk Corporation, and WC Merger Sub, Inc. - Control - Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd., Sault Ste. Marie Bridge Company, and Wisconsin Chicago Link Ltd.

Dear Mr. Clemens:

On October 9, 2002, CN will be submitting our next monthly oversight report in the CN-WC merger. This report shall provide CN's transit data and other relevant merger information for September 2002. As the first anniversary of the merger date approaches, we remain quite pleased with the performance of the WC Division and the operational integration of the WC Division into the CN system.

In its decision granting the parties authority to merge, the STB contemplated, in general, a one-year oversight period. As the one-year oversight period is about to close, CN proposes the following to wind down the oversight process:

1. We will file periodic updates on IT and customer service integration as events occur (no more than monthly) until the integration process has been completed;
2. We will continue weekly reporting of dwell times at key WC yards through November 3, 2002;
3. We will file on November 13, 2002, our final monthly oversight report, which will provide transit data and other relevant merger information for October 2002.
4. We will inform the Board if any major changes occur with respect to operations or other matters; and
5. We will continue to make certain operational data (on WC as well as CN's other U.S. operations) public through the AAR's website reporting mechanism.

We are hopeful that our proposal will meet the Board's needs and we look forward to your response. Please feel free to call me at 514-399-7091 should you have questions.

Yours truly,

Sean Finn /sw

Sean Finn
Senior Vice President, Chief Legal Officer
and Corporate Secretary

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